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10-31 AM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

**VIA UPS 2nd DAY AIR**

February 11, 2009

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Amendment to Memorandum of Lease

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of an Amendment to Memorandum of Lease Agreement, dated January 26, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 22324.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: BNSF Railway Company
2650 Lou Menk Drive
1st Floor
Ft. Worth, TX 76131-2830

A description of the railroad equipment covered by the enclosed document is for ten (10) all-purpose, husky stack, single unit, double stack container/trailer cars having BNSF, NOKL and BN marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Amendment to Memorandum of Lease**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397.
Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne
Senior Documentation Specialist

Enclosures

ASSGN. NO.: BNSF044

FEB 17 '09

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AMENDMENT TO MEMORANDUM OF LEASE

THIS AMENDMENT TO MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 26th day of January, 2009, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and BNSF Railway Company, formerly known as The Burlington Northern and Santa Fe Railway Company ("Lessee"), a Delaware corporation.

SURFACE TRANSPORTATION BOARD

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Full Service Lease Agreement (the "Lease"), dated as of July 1, 1995, as amended, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Amendment No. 1 to Rider No. 24 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of March 2, 2009, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

A Memorandum evidencing such Rider No. 24 (and such Lease) was filed at the Surface Transportation Board pursuant to Section 11301 of Title 49 of the *United States Code* on August 19, 1999 at 8:30 a.m. under Recordation Number 22324.

NOW THEREFORE, the Lessor and Lessee, for good and valuable consideration, agree that:

a) The Memorandum of Lease is amended as follows:

The Car Numbers are replaced with the Car Numbers listed on attached Exhibit A.

b) Except as amended hereby, the terms and conditions of such Memorandum of Lease remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have each caused this Amendment to Memorandum of Lease to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Susan Grokulska
Name: SUSAN GROKULSKY
Title: ASSISTANT DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: VICE PRESIDENT

Executed on this 28th day of January, 2009.

[CORPORATE SEAL]

STATE OF ILLINOIS

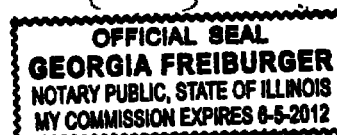
COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Amendment to Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 28th day of January, 2009.

Commission Expires:

6-2012
(Notary Public)



LESSEE:

BNSF RAILWAY COMPANY

ATTEST:

By: DOUGLAS W. LANGSTON
Name: [Signature]
Title: AVP Intermodal/Auto Equipment

By: _____

Name: _____

Title: _____

Executed on this 26th day of January 2009.

[CORPORATE SEAL]

STATE OF TEXAS

COUNTY OF TARRANT

I, LORALEE M. SURIN, a Notary Public of the County and State aforesaid, certify that DOUGLAS W. LANGSTON personally appeared before me this day and acknowledged his/her due execution of the foregoing Amendment to Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 26th day of January 2009.

Loralee M Surin
Notary Public

Commission Expires:

11-13-2011
(Notary Public)

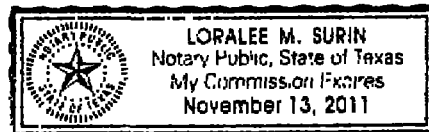


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Ten (10)

DESCRIPTION OF CARS: All-purpose, Husky Stack, Single Unit,
 Double Stack Container/Trailer Cars with 70-ton trucks

CAR NUMBERS:

<u>FUR Assgn. / No./</u>	<u>New Mark</u>	<u>Previous Mark</u>	<u>Prior Mark</u>
BNSF044 1	NOKL 210050*	BNSF 210000	BN 61000
BNSF044 2	NOKL 210051	BNSF 210001	BN 61001
BNSF044 3	NOKL 210052	BNSF 210002	BN 61002
BNSF044 4	NOKL 210053	BNSF 210003	BN 61003
BNSF044 5	NOKL 210054	BNSF 210004	BN 61004
BNSF044 6	NOKL 210055	BNSF 210005	BN 61005
BNSF044 7	NOKL 210056	BNSF 210006	BN 61006
BNSF044 8	NOKL 210057	BNSF 210007	BN 61007
BNSF044 9	NOKL 210058*	BNSF 210008	BN 61008
BNSF044 10	NOKL 210059	BNSF 210009	BN 61009

*Not yet remarked as of January 22, 2009